

ITEL
CORPORATION
RAIL DIVISION

No. **8-3334010**

Date **DEC 29 1978**

Fee \$ **10.00**

ICC Washington, D. C.

December 27, 1978

Hon. H.G. Homme, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. **9700-C** Filed 1425

DEC 29 1978 -9 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are the following: One original, two counterparts and three photocopies of Rider No. 1 to that certain Lease Agreement dated as of September 1, 1978 and previously assigned recordation number 9700, between ITEL Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California, 94111 and Providence and Worcester Company, 1 Depot Square, Woonsocket, Rhode Island, 02895 covering the following railroad equipment:

800 70-ton, 89' flush deck flatcars for trailer and container service bearing the identifying numbers PW 105001-105800 both inclusive, and the words "OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED UNDER THE INTERSTATE COMMERCE COMMISSION", printed on each side of each unit.

Also enclosed is our check in the amount of \$10., payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to Allen Harrison, Esq., of Wilmer, Cutler and Pickering, who will be delivering this letter on our behalf.

Very truly yours,

Ruth Meyer

Ruth Meyer
Associate/Legal Services
ITel Transportation Services Group

RMac
TWO EMBARCADERO CENTER
SAN FRANCISCO
CALIFORNIA 94111
(415) 955-9090
TELEX 34-234

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I.C.C.
FEE OPERATION BR.

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DEC 29 1978-9 05 AM

INTERSTATE COMMERCE COMMISSION

Rider No. 1 to the Flatcar Lease Agreement made as of September 1, 1978, between ITEL CORPORATION, RAIL-INTERMODAL DIVISION and PROVIDENCE AND WORCESTER COMPANY.

A New Sentence is added to Section 3A as follows:

3.A. Supply Provisions

"Itel Rail shall deliver Cars to Lessee at such points on Lessee's line in Rhode Island that Lessee shall designate, provided, however, that if in Itel Rail's judgement such delivery would materially adversely affect Utilization, Itel Rail shall place the Cars in service at its sole discretion, on a best effort basis, with loads for consignees located within Lessee's service area."

ITEL CORPORATION, RAIL-
INTERMODAL DIVISION

BY: Allen S. Peters

TITLE: President

DATE: 10/12/78

PROVIDENCE AND WORCESTER
COMPANY

BY: John E. Eden

TITLE: Gen. Mgr.

DATE: 9/15/78

STATE OF NEW YORK.....)
COUNTY OF WESTCHESTER....)

On this 15th day of September, before me personally appeared Robert H. Eder, to me personally known, who being by me duly sworn says that such person is President of Providence and Worcester Company, that the foregoing Rider No. 1 to the Flatcar Lease Agreement made as of September 1, 1978, was signed on behalf of said corporation by authority of its board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

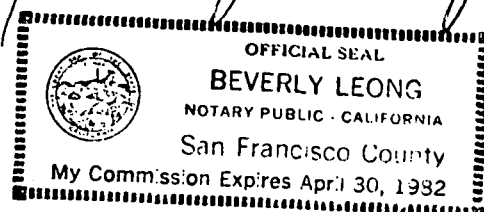
Roberta V. Wittenberg
Notary Public

ROBERTA V. WITTENBERG
Notary Public, State of New York
No. 31-4602243
Qualified in New York County
Qualified in Westchester County
Commission Expires March 30, 1980

STATE OF CALIFORNIA)
COUNTY OF San Francisco)

On this 12th day of October 1978, before me personally appeared Allen S. Peterson, to me personally known, who being by me duly sworn says that such person is President of ITEL Corporation, Rail-Intermodal Division, that the foregoing Rider No. 1 to the Flatcar Lease Agreement made as of September 1, 1978, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Beverly Leong
Notary Public



I, Beverly Leong being a
notary public, do hereby certify that I have
compared this copy with the original document
and that it is a true and correct copy in all
respects.

